

EXHIBIT 5
-
REDACTED VERSION OF
ECF NO. 282-6



Catherine A. Shepard, CCP
Principal

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Mr. Lorenzo Fertitta
Chairman & CEO
Ultimate Fighting Championship
2960 West Sahara Avenue
Suite 100
Las Vegas, NV 89102

August 8, 2013

Subject: Statement of Work ("SOW") – Fighter Pay Program Review and Design

Dear Lorenzo:

We are delighted to have the opportunity to provide this proposal to continue our work with the Ultimate Fighting Championship ("UFC") on this important project. The objective of this Statement of Work ("SOW") is to confirm the scope of our work for UFC and the compensation for this project. This SOW is subject to the terms and conditions contained in the engagement letter with us and/or our Affiliate(s) dated March 8, 2013.

Project Details

Project name: Fighter Pay Program Review and Design

1. **Description of Mercer responsibilities:** Please see Scope of Services on the following pages.
2. **Description of client responsibilities:** Respond to all requests for scheduling and information in a timely and accurate manner and attend calls/meetings as requested.
3. **Period of time over which work will be performed:** We will begin our work immediately upon your approval of this SOW. Based on scheduling, we anticipate 7-8 weeks to complete the engagement. However, we can expedite the process if desired. Mercer will be available for additional work throughout 2013.
4. **Compensation/fees:** \$45,000 - \$50,000 plus expenses. Please see Fee Structure on the following pages for additional details.

CONSULTING. OUTSOURCING. INVESTMENTS.





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Scope of Services

Key Project steps will include:

Step I. Conduct Project Kickoff Meeting and Data Collection

- ▮ Conduct a project kickoff meeting with UFC in order to review and agree upon project scope, methodology and timeline
- ▮ Gather and review all available documentation related to UFC fighter compensation (three-year history if available), including independent fighter contracts regarding pay and benefits
- ▮ Summarize both anecdotal, as well as, external market research for comparable "talent" pay and benefits data and market practices within the sports industry
- ▮ Note: If more specific information is required, Mercer can design and administer a custom survey. If interested, we would be happy to provide a fee quote

Conducting the data collection will help ensure that our analyses and recommendations are aligned with UFC's business strategies and expectations

Step II. Develop Methodology To Assess Fighter Pay and Benefits

- ▮ Develop a methodology document outlining our compensation and benefits assessment process including data sources, compensation and benefits elements, and comparator groups
- ▮ Review, adjust and finalize these documents via conference call and email

A fighter pay and benefits assessment methodology will not only help identify the comparator group, but also guide future compensation and benefits program design, including fighter pay (base and incentives) and benefits levels

Step III. Assess Fighter Pay and Benefits then Provide Design Recommendations

- ▮ Conduct assessment of fighter pay and benefits based on methodology
- ▮ Review, adjust and finalize assessment of fighter pay and benefits via conference call and email
- ▮ Analyze gaps versus market compensation and benefits levels and practices
- ▮ Develop high level recommendations and preliminary fighter pay and benefits framework alternatives
- ▮ Review fighter pay and benefits assessment results and design alternatives with you
- ▮ Model compensation and benefits results over 3 years (possibly including past 2 years and 1 projected year) to assess potential costing impact and implications from fighter pay and benefits design alternatives





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The results of the compensation and benefits assessment and gap analysis will not only help test the alignment of current fighter compensation and benefits practices against UFC's strategies and market practices, but also identify potential opportunities for change

Fee Structure

Our compensation for the services will be professional fees in the amount of approximately \$45,000 - \$50,000. In addition to such compensation, we also bill for necessary travel and other expenses related to the services requested.

Work Step	Estimated Fees
I. Conduct Data Collection	\$20,000 - \$25,000 (depending on how extensive and available)
II. Develop Methodology To Assess Fighter Pay and Benefits	\$10,000
III. Assess Fighter Pay and Benefits then Provide Design Recommendations	\$15,000
Total Fees	\$45,000 - \$50,000

Any additional telephonic/in-person meetings, iterations of work steps, extension of timeline, and/or unfulfilled commitments from your staff would result in out of scope work, and therefore be subject to additional fees.

Subcontractors

We may need to utilize various subcontractors ("Subcontractors") in the course of our provision of the Services to assist us in such tasks as printing and mailing, development of interactive tools, graphic design, etc. You consent to our use of the Subcontractors and further acknowledge and agree that we may provide such Subcontractors with your Confidential Information, including Work, on a confidential and a need to know basis for the purposes contemplated by this SOW.






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Lorenzo, keep in mind that we would be glad to hear your feedback and modify this so that it exactly meets your needs and timeline. We look forward to the opportunity of continuing our work with you on this key engagement. If this meets all of your needs, please acknowledge your agreement to the terms contained herein by signing below.

Mercer (US) Inc.

By: 
Name: Catherine A. Shepard, CCP
Title: Principal

Date: August 8, 2013

**ACCEPTED AND AGREED
Ultimate Fighting Championship**

By: _____
Name: Mr. Lorenzo Fertitta
Title: Chairman & CEO

Date: _____

Copies: Nakisa Bidarian – UFC
Kirk Hendrick – UFC
Paul Reinberger – Mercer, Las Vegas
Howard M. Levine – Mercer, New York
Patrick Ro – Mercer, Los Angeles





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Team Member Biographies

Howard M. Levine
Role: Engagement Advisor
Partner, Talent
New York

Howard M. Levine is a Partner in the Talent Practice, based in New York. He has over 29 years of consulting experience in helping organizations in a variety of industries to develop and implement innovative and value added reward and human resources programs and processes to contribute to their organizational improvement efforts.

Howard's specialties include the development of total reward strategies and architectures, aligning reward programs with ongoing culture change initiatives, pay program design, the integration and alignment of HR systems and processes, work measurement, broad banding and HR strategy development. He has consulted to organizations across a wide variety of industries including publishing, technology, financial services, utility, wireless communications, sports, not-for-profit and professional services.

Howard leads Mercer's Sports Industry Consulting Practice and has worked with a number of Sports Industry organizations including Major League Baseball, the National Football League, US Tennis Association, US Golf Association, PGA of America, LPGA, Major League Soccer, Breeders' Cup, one NBA Team, and two MLB Clubs. He has also facilitated several conferences for HR leaders in the Sports Industry to discuss various HR and compensation related topics specific to this sector. In addition, he oversees Mercer's bi-annual compensation survey of the Sports Industry which encompasses all elements of the Sports Industry including: professional sports leagues; sports associations; sports marketing; holding companies; and networks.

Before joining Mercer, Howard served as the reward practice leader for a regional practice office of the Hay Group. Over the course of 17 years, he served in a variety of leadership roles as a client relationship manager and contributor to the development of the reward practice. Prior to joining the Hay Group, Howard was a Labor Relations Representative at Newport News Shipbuilding and Dry Dock Company where he managed labor relations and personnel for three departments.





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Howard received a Bachelor's degree in Mathematics and Political Science from Tufts University, and a Master of Management degree from Northwestern University's J.L. Kellogg Graduate School of Management with concentrations in Industrial Relations and Organizational Behavior.

Catherine (Cathy) A. Shepard, CCP
Role: Engagement Manager and Lead Human Capital Consultant
Principal, Talent
Los Angeles

Cathy is a Principal in the Los Angeles office of Mercer, where she serves as a senior Rewards and Talent Management consultant in the Talent business and a Relationship Manager for several clients.

She assists clients with a wide array of human resource management issues. Specifically, Cathy helps organizations achieve bottom-line results through the definition of reward and talent management strategies. Cathy's expertise in Rewards centers on the development of total rewards programs and practices aligned with an organization's business strategy, market demands and demographics, the specifics of which include organizational architecture development, competitive compensation assessments, and job evaluation, titling and classifications. Her Talent Management expertise centers on her experience in the development of performance management systems and the attraction and retention of talent. In addition, Cathy also has conducted significant pre- and post-merger and acquisition work.

Cathy has over 30 years of corporate and consulting Human Resources experience across various industries, including entertainment and media, venue management and Las Vegas. Prior to joining Mercer, Cathy worked for two other consulting firms and three large corporations.

Cathy holds a BS in management and organizational behavior from Rider University. She is a frequent speaker and assists the Board of the Los Angeles Compensation & Benefits Association (LACABA). She is a Certified Compensation Professional (CCP) and received the Lifetime Achievement award from WorldatWork in 2000.





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Patrick Ro

Role: Day to Day Project Manager and Human Capital Consultant
Senior Associate, Talent
Los Angeles

Patrick Ro is a Senior Associate in the Talent business in the Los Angeles office. His primary area of focus is design and assessment of reward programs for broad based employee populations. He has also worked on Executive and Talent Management projects. Patrick's responsibilities include the management of client projects, performing analytics and developing recommendations.

Past broad-based employee projects include development of career frameworks and salary structures, designing and aligning broad employee incentive structures with business objectives, and leading an organization through a major acquisition.

Prior to joining Mercer, Patrick served as a corporate financial planner with AECOM, a leading architecture and engineering corporation, British Telecom and 20th Century Fox.

Patrick holds a Bachelor of Hotel Management from Cornell University and an MBA from the University of Southern California (Marshall School of Business).

Paul Rheinberger

Role: Client Relationship Manager
Principal, Health & Benefits
Las Vegas

Paul is a Principal in Mercer's Health & Benefits business and is the Office Leader for Mercer Las Vegas. He has more than twenty-five years of progressively responsible management positions with extensive hands-on experience in the areas of sales, high level negotiations, mergers, acquisitions, closures and divestures, business management, finance and accounting.

In his current role with Mercer, Paul is responsible for Nevada Health & Benefits sales and client management activities. He also coordinates business development activities in Nevada for other Mercer businesses, including Talent, Retirement Risk & Finance, Workforce Communication & Change and Mergers & Acquisition.

Paul Rheinberger will serve as the Client Relationship Manager. In his role as UFC's Relationship Manager, Paul plays a key role in helping UFC reach its business goals through the effective





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management of Mercer's relationship with your organization, including the identification of the appropriate resources to respond to your business needs and the resolution of any issues that could impede project success. To this end, Paul's main goal is to ensure that UFC is highly satisfied with Mercer's services.

